

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

January 25, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 16168-202 FILED 1425

JAN 27 1994 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

RE: Security Agreement dated as of January 17, 1989 ("**Security Agreement**") between Helm Financial Corporation ("**Helm**") and The First National Bank of Boston ("**Agent**")

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Four (4) fully executed originals of the Partial Termination of Security Agreement dated December 14, 1993 ("**Partial Termination**") by The First National Bank of Boston, a national banking association, for the benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Agent: The First National Bank of Boston
100 Federal Street
Boston, Massachusetts 02110

Equipment: Ten (10) gondola coal cars (See Exhibit A for Unit Numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under Recordation No. 16168

RECEIVED
OFFICE OF THE
SECRETARY
JAN 27 11 03 AM '94

Ms. Mildred Lee
Interstate Commerce Commission
January 25, 1994
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Please file the Partial Termination under the next available
recordation number and return three (3) endorsed originals to my
attention.

Sincerely,

A handwritten signature in cursive script, appearing to read "Maureen Krieg".

Maureen Krieg
Contracts Administrator

mek
Enclosures (4)

Interstate Commerce Commission
Washington, D.C. 20423

1/27/94

OFFICE OF THE SECRETARY

Maureen Krieg
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 9411

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 1/27/94 at 11:15am, and assigned
recording number(s). 16168-XX

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

PARTIAL TERMINATION OF JAN 27 1994 -11 15 AM
SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of December 14, 1993, by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "**Banks**") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "**Agent**"), for the benefit of Helm Financial Corporation, a California corporation ("**Helm**").

1. **Recitals.** Helm owns ten (10) gondola coal cars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "**Unit(s)**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "**Security Agreement**") and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF
BOSTON, as Agent

By: Title: DIRECTOR

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 22 day of December, 1993, before me, personally appeared DANIEL O'CONNOR to me personally know, who being by me duly sworn, says that he is a DIRECTOR of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose
Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 17 1994

EXHIBIT A

To the Partial Termination of Security Agreement
dated as of December 14, 1993

Description of Equipment:

Ten (10), 4,000 cubic foot, 100-ton, rotary coupled gondola coal cars (53'1" coupler face to face); manufactured by Thrall in 1968.

Unit Numbers:

HLMX 464
474
479
487
493
499
501
504
505
508